

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

)
) Chapter 11

Innkeepers USA Trust, *et al.*,¹

)
) 10-13800 (SCC)

Debtors.

)
) Jointly Administered
)

**ORDER PERMITTING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF INNKEEPERS USA TRUST *ET AL.* TO CONDUCT RULE 2004 DISCOVERY OF
THE DEBTORS AND OTHER PARTIES**

THIS MATTER having come before the Bankruptcy Court upon the motion, dated August 17, 2010, of the Official Committee of Unsecured Creditors of Innkeepers USA Trust, et al. (the “Committee”), for entry of an order permitting the Committee to conduct discovery pursuant to Bankruptcy Rule 2004 in the form of document production and witness testimony concerning the Debtors’ business affairs during the last three years (the “Motion”), all as more fully described in the Motion and attached discovery requests and subpoenas; and it appearing

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: GP AC Sublessee LLC (5992); Grand Prix Addison (RI) LLC (3740); Grand Prix Addison (SS) LLC (3656); Grand Prix Albany LLC (3654); Grand Prix Altamonte LLC (3653); Grand Prix Anaheim Orange Lessee LLC (5925); Grand Prix Arlington LLC (3651); Grand Prix Atlanta (Peachtree Corners) LLC (3650); Grand Prix Atlanta LLC (3649); Grand Prix Atlantic City LLC (3648); Grand Prix Bellevue LLC (3645); Grand Prix Belmont LLC (3643); Grand Prix Binghamton LLC (3642); Grand Prix Bothell LLC (3641); Grand Prix Bulfinch LLC (3639); Grand Prix Campbell / San Jose LLC (3638); Grand Prix Cherry Hill LLC (3634); Grand Prix Chicago LLC (3633); Grand Prix Columbia LLC (3631); Grand Prix Denver LLC (3630); Grand Prix East Lansing LLC (3741); Grand Prix El Segundo LLC (3707); Grand Prix Englewood / Denver South LLC (3701); Grand Prix Fixed Lessee LLC (9979); Grand Prix Floating Lessee LLC (4290); Grand Prix Fremont LLC (3703); Grand Prix Ft. Lauderdale LLC (3705); Grand Prix Ft. Wayne LLC (3704); Grand Prix Gaithersburg LLC (3709); Grand Prix General Lessee LLC (9182); Grand Prix Germantown LLC (3711); Grand Prix Grand Rapids LLC (3713); Grand Prix Harrisburg LLC (3716); Grand Prix Holdings LLC (9317); Grand Prix Horsham LLC (3728); Grand Prix IHM, Inc. (7254); Grand Prix Indianapolis LLC (3719); Grand Prix Islandia LLC (3720); Grand Prix Las Colinas LLC (3722); Grand Prix Lexington LLC (3725); Grand Prix Livonia LLC (3730); Grand Prix Lombard LLC (3696); Grand Prix Louisville (RI) LLC (3700); Grand Prix Lynnwood LLC (3702); Grand Prix Mezz Borrower Fixed, LLC (0252); Grand Prix Mezz Borrower Floating, LLC (5924); Grand Prix Mezz Borrower Floating 2, LLC (9972); Grand Prix Mezz Borrower Term LLC (4285); Grand Prix Montvale LLC (3706); Grand Prix Morristown LLC (3738); Grand Prix Mountain View LLC (3737); Grand Prix Mt. Laurel LLC (3735); Grand Prix Naples LLC (3734); Grand Prix Ontario Lessee LLC (9976); Grand Prix Ontario LLC (3733); Grand Prix Portland LLC (3732); Grand Prix Richmond (Northwest) LLC (3731); Grand Prix Richmond LLC (3729); Grand Prix RIGG Lessee LLC (4960); Grand Prix RIMV Lessee LLC (4287); Grand Prix Rockville LLC (2496); Grand Prix Saddle River LLC (3726); Grand Prix San Jose LLC (3724); Grand Prix San Mateo LLC (3723); Grand Prix Schaumburg LLC (3721); Grand Prix Shelton LLC (3718); Grand Prix Sili I LLC (3714); Grand Prix Sili II LLC (3712); Grand Prix Term Lessee LLC (9180); Grand Prix Troy (Central) LLC (9061); Grand Prix Troy (SE) LLC (9062); Grand Prix Tukwila LLC (9063); Grand Prix West Palm Beach LLC (9065); Grand Prix Westchester LLC (3694); Grand Prix Willow Grove LLC (3697); Grand Prix Windsor LLC (3698); Grand Prix Woburn LLC (3699); Innkeepers Financial Corporation (0715); Innkeepers USA Limited Partnership (3956); Innkeepers USA Trust (3554); KPA HI Ontario LLC (6939); KPA HS Anaheim, LLC (0302); KPA Leaseco Holding Inc. (2887); KPA Leaseco, Inc. (7426); KPA RIGG, LLC (6706); KPA RIMV, LLC (6804); KPA San Antonio, LLC (1251); KPA Tysons Corner RI, LLC (1327); KPA Washington DC, LLC (1164); KPA/GP Ft. Walton LLC (3743); KPA/GP Louisville (HI) LLC (3744); KPA/GP Valencia LLC (9816). The location of the Debtors’ corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this Chapter 11 case and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, its estate, its creditors and other parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Motion is hereby granted; and it is further

ORDERED, that the Committee is authorized to seek discovery from the Debtors and its current and former shareholder, and certain creditors, including, but not limited to (a) Apollo Investment Corporation (“**AIC**”), (b) Midland Loan Services Inc. (“**Midland**”), (c) Lehman ALI Inc. (“**Lehman**”), (d) LNR Partners, LLC (“**LNR**”), (e) CW Capital Asset Management, LLC (“**CW**”), and (f) C-III Asset Management, LLC (“**C-III**”) under Rule 2004 by service of the subpoenas and discovery requests substantially in the form and substance attached to the Motion (the “Subpoenas and Discovery Requests”); and it is further

ORDERED, that this authorization in no way limits the rights of the recipients of the Subpoenas and Discovery Requests to object to the Subpoenas and Discovery Requests consistent with the relevant Federal Rules of Civil Procedure, made applicable to the pending matter by the relevant Federal Rules of Bankruptcy Procedure; and it is further

ORDERED, that unless otherwise agreed upon by the Committee and the affected party, the Debtors, AIC, Midland, Lehman, LNR, CW, and C-III shall submit written responses and objections to the Subpoenas and Documents Requests within fourteen (14) days of service and

make reasonable efforts to complete production of documents in response to the Subpoenas and Discovery Requests (subject to their written objections) within thirty (30) days of service; and it is further

ORDERED, that unless otherwise agreed upon by the Committee and the affected party, the Debtors, AIC and Lehman shall produce witnesses for deposition testimony (subject to their written objections) within forty (40) days of service of the Subpoenas and Discovery Requests; and it is further

ORDERED, that entry of this Order is without prejudice to the Committee's right, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure or other applicable law, to issue other forms of discovery allowable under the Federal Rules of Civil and Bankruptcy Procedure to the recipients of the Subpoenas and Discovery Requests, or to seek discovery from either affiliates of the recipients of the Subpoenas and Discovery Requests or parties in possession, custody and control of documents of the recipients of the Subpoenas and Discovery Requests, to the extent such discovery is reasonably believed by the Committee to result in the provision of information called for by the Subpoenas and Discovery Requests in a more efficient manner.

Dated: August 25, 2010
New York, New York

/s/ Shelley C. Chapman
UNITED STATES BANKRUPTCY JUDGE